

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
GALVESTON DIVISION

CHARLES DRESSER, IV.,
Plaintiff,

v.

VARUN MISHRA AND COLLIN KING,
Defendants,

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Civil Action No. 4:16-CV-1285

LIME ROCK MANAGEMENT LP'S
RESPONSES AND OBJECTIONS TO THE SUBPOENA OF
VARUN MISHRA AND COLLIN KING TO PRODUCE DOCUMENTS

TO: Defendants, Varun Mishra and Collin King, by and through their attorneys of record, Felicia L. Harris, Barry Conge Harris, LLP, 1800 West Loop South, Suite 750, Houston, Texas 77027.

Lime Rock Management LP ("Lime Rock") serves its Responses and Objections to the Subpoena to Produce Documents of Defendants, Varun Mishra and Collin King ("Defendants"), pursuant to the provision of Fed. R. Civ. P. 45.

Respectfully submitted,

SHANNON, GRACEY, RATLIFF & MILLER, L.L.P.



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CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing has been served by the method indicated below to all counsel of record in accordance with the Federal Rules of Civil Procedure on this 31st day of October, 2016.

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C. Mark Stratton

I.

**LIME ROCK MANAGEMENT LP'S
RESPONSES AND OBJECTIONS TO THE SUBPOENA REQUESTING PRODUCTION
OF DOCUMENTS FROM VARUN MISHRA AND COLLIN KING**

GENERAL OBJECTION

Lime Rock hereby objects to the subpoena requesting production of Documents because as worded it seeks documents that are not relevant to any party's claim or defense considering the importance of the issues at stake in the action, the amount in controversy, the parties' access to relevant information, the parties' resources, the importance of the discovery in resolving the issues, and the burden and/or expense on Lime Rock. Lime Rock also objects because the subpoena was not served with a witness fee and is therefore unenforceable. In addition, the requests contained in the subpoena as worded do not comply with Rule 45(d)(1) of the Federal Rules of Civil Procedure in that they are not reasonably tailored to avoid imposing undue burden and expense on Lime Rock. Lime Rock hereby states that there may be some documents requested that are not reasonably accessible because of undue burden or cost. Additionally, Lime Rock should not be made to produce any documents unless or until Defendants agree to pay all of Lime Rock's reasonable costs. Finally, the Subpoena seeks to require Lime Rock to execute a document which is not required by Rule 45 of the Federal Rules of Civil Procedure. Without waiving these objections Lime Rock states as follows:

REQUEST NO. 1: All Documents and Communications exchanged by and between Lime Rock and APP related to or concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King,
- h. Dresser,
- i. the Prospect,
- j. private equity funding, or
- k. this Lawsuit.

RESPONSE NO. 1: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. Without waiving said objections, none.

REQUEST NO. 2: All Documents and Communications exchanged by and between Lime Rock and Mishra related to or concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King,
- h. Dresser,
- i. the Prospect,
- j. private equity funding, or
- k. this Lawsuit.

RESPONSE NO. 2: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. Without waiving said objections, see documents produced.

REQUEST NO. 3: All Documents and Communications exchanged by and between Lime Rock and King related to or concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King,
- h. Dresser,
- i. the Prospect,
- j. private equity funding, or
- k. this Lawsuit.

RESPONSE NO. 3: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. Without waiving said objections, see documents produced.

REQUEST NO. 4: All Documents and Communications exchanged by and between Lime Rock and Dresser related to or concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,

- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King,
- h. Dresser,
- i. the Prospect,
- j. private equity funding, or
- k. this Lawsuit.

RESPONSE NO. 4: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. Without waiving said objections, see documents produced.

REQUEST NO. 5: All Documents and Communications exchanged by and between Lime Rock and any other person related to or concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King, or
- h. Dresser,
- i. the Prospect,
- j. private equity funding, or
- k. this Lawsuit.

RESPONSE NO. 5: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney-client privileged. Without waiving said objections, see documents produced.

REQUEST NO. 6: All internal Documents and Communications related to or concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,

- f. Mishra,
- g. King,
- h. Dresser,
- i. the Prospect,
- j. private equity funding, or
- k. this Lawsuit.

RESPONSE NO. 6: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney-client privileged. Without waiving said objections, see documents produced.

REQUEST NO. 7: All Documents and Communications prepared by Lime Rock that relate to, mention, or concern the following:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King,
- h. Dresser, or
- i. the Prospect.

RESPONSE NO. 7: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. Without waiving said objections, see documents produced.

REQUEST NO. 8: All internal and external Documents and Communications related to any meetings or discussions with APP; ALG; ALG, LLC; ALGO, LLC; APPL, LLC; Mishra; King; and/or Dresser concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King,

- h. Dresser,
- i. the Prospect, or
- j. private equity funding.

RESPONSE NO. 8: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objections, see documents produced.

REQUEST NO. 9: All Documents and Communications sufficient to identify which of Lime Rock's employees or representatives communicated with APP; ALG; ALG, LLC; ALGO, LLC; APPL, LLC; Mishra; King; and/or Dresser concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King,
- h. Dresser,
- i. the Prospect, or
- j. private equity funding.

RESPONSE NO. 9: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 10: To the extent not produced in response to another request, any and all letters, contracts, and/or agreements by and between Lime Rock and any of the following:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King, or
- h. Dresser.

RESPONSE NO. 10: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 11: All Documents and Communications in Lime Rock's possession, custody, or control that reference, mention, relate to or concern this Lawsuit.

RESPONSE NO. 11: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 12: All Documents and Communications related to background checks and/or due diligence performed by or on behalf of Lime Rock concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC,
- e. APPL, LLC,
- f. Mishra,
- g. King, or
- h. Dresser.

RESPONSE NO. 12: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 13: All Documents and Communications related to valuations, if any, performed, or provided to, Lime Rock concerning:

- a. APP,
- b. ALG,
- c. ALG, LLC,
- d. ALGO, LLC, or
- e. APPL, LLC.

RESPONSE NO. 13: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 14: All Documents and Communications related to any term sheets prepared by Lime Rock and/or exchanged by and between Lime Rock and APP; ALG; ALG, LLC; ALGO, LLC; APPL, LLC; Mishra; King; and/or Dresser.

RESPONSE NO. 14: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 15: All Documents and Communications related to or concerning Lime Rock's proposal "to contribute \$[100.0] million (or other such amount as determined to the satisfaction of all parties) of total funds to American Lion (the "Investment Commitment"), comprised of the following:

- \$[90.0] million from Lime Rock
- \$[10.0] million from the Founders."

RESPONSE NO. 15: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 16: All Documents and Communications related to or concerning Lime Rock's review, investigation and/or due diligence regarding "professional and character references" for the following: Mishra, King, and Dresser including, without limitation, all notes, emails, and internal analysis of communications with Rice Energy, EQT, EOG, and/or Range Resources.

RESPONSE NO. 16: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 17: All Documents and Communications related to or concerning Lime Rock's due diligence for ALG; ALG, LLC; ALGO, LLC; and/or APP; including, without limitation, all handwritten notes, emails, summaries, and analysis of the proposed management team for American Lion Group and the Prospect.

RESPONSE NO. 17: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 18: All Documents and Communications related to or concerning any analysis, review, and/or summaries prepared by or provided to W.D. Von Gonten & Co for the Prospect including, without limitation, all emails, reports, memorandum, etc.

RESPONSE NO. 18: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 19: All Documents and Communications related to or concerning any Term Sheet Lime Rock provided to ALG; ALG, LLC; ALGO, LLC; and/or APP in June 2014 including, without limitation, all drafts, notes and internal emails.

RESPONSE NO. 19: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.

REQUEST NO. 20: All Documents and Communications related to or concerning the reason(s) why Lime Rock did not invest in ALG; ALG, LLC; ALGO, LLC; APPL, LLC; and/or APP.

RESPONSE NO. 20: Objection, this request as worded is overly broad and is not reasonably tailored to avoid imposing undue burden and expense on Lime Rock, a non-party to this lawsuit. In addition, this request as worded seeks documents that contain trade secrets of Lime Rock and as such are protected from discovery. In addition, this request as worded may be construed to seek documents that are protected from discovery because they are attorney client privileged. Without waiving said objection, see documents produced.